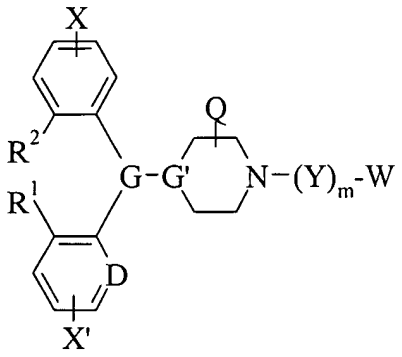
AMENDMENTS TO THE CLAIMS

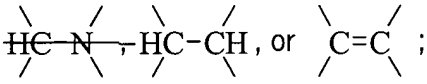
1. (Currently Amended) A compound of formula **I**:



I

and the geometrical isomers, enantiomers, diastereomers, and pharmaceutically acceptable salts thereof, wherein:

X and X′ independently are hydrogen, halo, alkyl, alkenyl, alkynyl, alkoxy, trifluoromethyl or -$(Y')_m$-W′;

G and G′ together form  ;

D is –CH= or =N-;

R^1 and R^2 independently are hydrogen or together are -$(CH_2)_n$- in which n is equal to 0, 1, 2, or 3;

m and m′ are independently 0 or 1;

Y and Y' are -L^1- or –L^2-$V(Z)_t$-L^3- in which t is 0 or 1;

L^1 is alkylene, alkenylene, alkynylene, or one of the foregoing in which one or more methylenes are replaced by -O-, -S-, -S(O)-, -$S(O)_2$-, -N(Q)-, or -$N(R^3)$-;

L^2 is (a) alkylene, alkenylene, alkynylene, or one of the foregoing in which one or more methylenes are replaced by -O-, -S-, -S(O)-, -$S(O)_2$-, -N(Q′)-, or -$N(R^4)$-, or (b) -L^4-C(O)-N(Q′)- or -L^4(Q′)-, or (c) a direct bond;

L^3 is (a) alkylene, alkenylene, alkynylene, or one of the foregoing in which one or more methylenes are replaced by -O-, -S-, -S(O)-, -$S(O)_2$-, -N(Q′′)-, or -$N(R^5)$-, or (b) a direct bond;

L^4 is (a) alkylene; alkenylene, alkynylene, or one of the foregoing in which one or more methylenes are replaced by -O-, -S-, -S(O)-, -$S(O)_2$-, -N(Q′′)-, or -$N(R^5)$-, or (b) a direct bond;

V is (a) a divalent arene, a divalent heteroarene, or a divalent saturated heterocycle when t is 0, or (b) a trivalent arene or trivalent heteroarene when t is 1;

Q, Q′, and Q′′ independently are hydrogen, -AC(O)OR^6, or -AC(O)NR^6R^7;

W and W′ independently are -N(OM)C(O)N(R^8)R^9, -N(R^8)C(O)N(OM)R^9, -N(OM)C(O)R^8, -C(O)NR^8R^9, or –C(O)OR^8, provided that at least one of W and W′ is –N(OM)C(O)N(R^8)R^9, -N(R^8)C(O)N(OM)R^9, or -N(OM)C(O)R^8[[.]];

Z is –A′′N(OM′)C(O)N(R^{10})R^{11}, -A′′N(R^{10})C(O)N(OM′)R^{11}, -A′′N(OM′)C(O)R^{11}, -A′C(O)N(OM′)R^{11}, -A′C(O)$NR^{10}R^{11}$, -A′C(O)OR^{10}, halo, CH_3, NR^3R^4, $NR^3C(O)R^4$, NO_2, CN, CF_3, $S(O)_2NR^3R^4$, $S(O)_2R^3$, SR^3, or $S(O)R^3$[[.]];

A, A′ and A′′ independently are a direct bond, alkylene, alkenylene, alkynylene, yloalkylaryl, yloarylalkyl, or diyloalkylarene or one of the foregoing in which one or more methylenes are replaced with -O-, -NH-, -S-, -S(O)-, or -$S(O)_2$- and/or one or more methylidenes are replaced by =N-;

M and M′ independently are hydrogen, a pharmaceutically acceptable cation, or a metabolically cleavable group; and

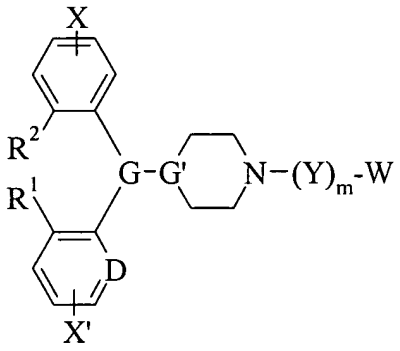
R^3, R^4, R^5, R^6, R^7, R^8, R^9, R^{10}, and R^{11} are independently hydrogen, alkyl, alkenyl, alkynyl, aryl, arylalkyl, alkylaryl, alkylarylalkyl, or one of the foregoing in which one or more methylenes are replaced by -O-, -NH-, -S-, -S(O)-, or -$S(O)_2$- and/or one or more methylidenes are replaced by =N-;

provided that, other than the oxygens bound to the sulfurs in -S(O)- and -$S(O)_2$-, when one or more methylenes are replaced with -O-, -NH-, -S-, -S(O)-, or -$S(O)_2$- and when one or more methylidenes are replaced with =N-, such replacement does not result in two heteroatoms being covalently bound to each other;

and further provided that when m is 0, W is not -C(O)NR^8R^9, or –C(O)OR^8,

and further provided that in the substituent –AC(O)OOR^6, R^6 cannot be hydrogen when A is a direct bond.

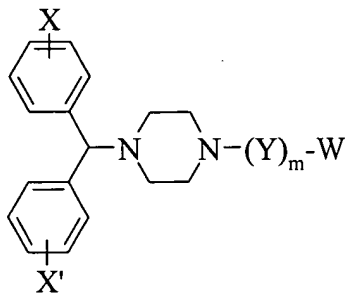
2. (Original) The compound of claim 1 having the formula **I′′**:



I

wherein the substituents are as defined in claim 1, and the geometrical isomers, enantiomers, diastereomers, and pharmaceutically acceptable salts thereof.

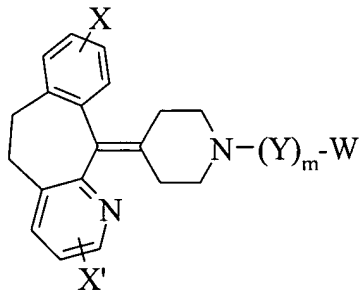
3. (Original) The compound according to claim 1 having the formula **II**:



II

wherein the substituents are as defined in claim 1, and the geometrical isomers, enantiomers, diastereomers, and pharmaceutically acceptable salts thereof.

4. (Original) The compound according to claim 1 having the formula **III**:



III

wherein the substituents are as defined in claim 1, and the geometrical isomers, enantiomers, diastereomers, and pharmaceutically acceptable salts thereof.

5. (Previously Presented) The compound according to claim 3 wherein X is -Cl, X′ is hydrogen, m is 1 and W is $-N(OH)C(O)NH_2$.

6. (Previously Presented) The compound according to claim 3 wherein X is -Cl, X′ is hydrogen, m is 1, Y is $-L^1-$, wherein L^1 is alkynylene, yloalkoxy, or yloalkoxyalkyl.

7. (Previously Presented) The compound according to claim 3 wherein X is -Cl, X′ is hydrogen, m is 1, Y is $-L^2-V(Z)_t-L^3-$, t is 0, V is 1,4-phenylene or 1,3-phenylene, L^2 is yloalkoxy, and L^3 is alkylene, alkenylene, or alkynylene.

8. (Previously Presented) The compound according to claim 3 wherein X is -Cl, X′ is hydrogen, m is 1, Y is -L^2-V(Z)$_t$ -L^3-, t is 0, V is 2,5-furylene, L^2 is alkylene, and L^3 is alkylene, alkenylene, or alkynylene.

9. (Previously Presented) The compound according to claim 3 wherein X is -Cl, X′ is hydrogen, m is 1, Y is –L^2-V(Z)$_t$-L^3-, t is 1, L^2 is yloalkoxy, V is trivalent heteroarene, Z is -A'C(O)N$R^{10}R^{11}$ or –A'C(O)OR^{10}, and W is –N(OH)C(O)NH_2.

10. (Previously Presented) The compound according to claim 3 wherein X and X' are F, m is 1, Y is -L^2-V(Z)$_t$ -L^3-, t is 0, V is 1,4-phenylene or 1,3-phenylene, L^2 is yloalkoxy, and L^3 is alkylene, alkenylene, or alkynylene.

11. (Currently Amended) A compound selected from the group consisting of compounds **10**, ~~**1, 5, 11, 12, 13, 17, 23, 24, 31,**~~ **32**, ~~**33, 34, 35, 36, 37, 40, 41, 42, 43, 44, 45, 46, 48, 49, 50, 52,**~~ **53**, **54**, ~~**55, 56, 57, 58, 59,**~~ **61**, ~~**62, 63, 64, 65, 66, 67, 68, 69, 70, 71, 72,**~~ **73 and**[[,]] **74**, ~~**75, 76, 77, 78, 79, 80, 82, 83, 84, 85, 86, 87, 88, 89, 90, 91, 92, 93,**~~ and ~~**94**~~.

12. (Currently Amended) A compound that is ~~selected from the group consisting of~~ compound[[s]] ~~**17,**~~ ~~**32, 34, 35, 46, 52**~~ and ~~**80.**~~

13. (Currently Amended) A compound according to claim 1 wherein

X and X′ independently are hydrogen, halo or -(Y′)$_m$-W′;

G and G′ together form ~~HC–N–~~, HC–CH, or C=C ;

D is –CH= or =N-;

R^1 and R^2 independently are hydrogen or together are -$(CH_2)_2$-;

m and m′ are independently 0 or 1;

Y and Y' are -L^1- or –L^2-V(Z)$_t$-L^3- in which t is 0 or 1;

L^1 is alkylene, alkenylene, alkynylene, or one of the foregoing in which one or more methylenes are replaced by -O-;

L^2 is (a) alkylene, alkenylene, alkynylene, or one of the foregoing in which one or more methylenes are replaced by –O- or -N(Q′)- or (b) -L^4-C(O)-N(Q′)-;

L^3 is (a) alkylene, alkenylene, alkynylene, or one of the foregoing in which one or more methylenes are replaced by –O- or -N(Q′′)-;

L^4 is alkylene;

V is (a) a divalent arene, a divalent heteroarene, or a divalent saturated heterocycle when t is 0, or (b) a trivalent arene or trivalent heteroarene when t is 1;

Q is hydrogen;

Q′, and Q′′ independently are -AC(O)OR^6, or -AC(O)NR^6R^7;

W and W′ independently are -N(OM)C(O)N(R^8)R^9, -N(R^8)C(O)N(OM)R^9, -N(OM)C(O)R^8, -C(O)NR^8R^9, or –C(O)OR^8, provided that at least one of W and W′ is –N(OM)C(O)N(R^8)R^9, -N(R^8)C(O)N(OM)R^9, or -N(OM)C(O)R^8.

Z is -A′C(O)$NR^{10}R^{11}$, -A′C(O)OR^{10}, halo, $NR^3C(O)R^4$, NO_2, CN or CF_3;

A and A′ independently are a direct bond, alkylene, alkenylene, alkynylene, or one of the foregoing in which one or more methylenes are replaced with –O-;

M and M′ independently are hydrogen, a pharmaceutically acceptable cation, or a metabolically cleavable group; and

R^3, R^4, R^5, R^6, R^7, R^8, R^9, R^{10}, and R^{11}, if present, are independently hydrogen or alkyl in which one or more methylenes may be replaced by –O-;

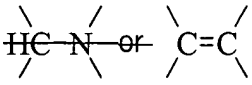
provided that, other than the oxygens bound to the sulfurs in -S(O)- and -$S(O)_2$-, when one or more methylenes are replaced with -O-, -NH-, -S-, -S(O)-, or -$S(O)_2$- and when one or more methylidenes are replaced with =N-, such replacement does not result in two heteroatoms being covalently bound to each other;

and further provided that when m is 0, W is not -C(O)NR^8R^9, or –C(O)OR^8,

and further provided that in the substituent –AC(O)OOR^6, R^6 cannot be hydrogen when A is a direct bond.

14. (Currently Amended) A compound according to claim 13 wherein

X and X' independently are –H or halo;

G and G′ together form ~~HC–N–~~ or  ;

Y is $–L^2$-$V(Z)_t$-L^3- in which t is 0 or 1;

L^2 is C_1 to C_6 alkylene in which one or more methylenes may be replaced by –O-

$V(Z)_t$ is phenylene optionally substituted by -A′C(O)$NR^{10}R^{11}$, -A′C(O)OR^{10}, halo, $NR^3C(O)R^4$, NO_2, CN or CF_3 or furylene or oxolanylene;

L^3 is C_1 to C_6 alkylene in which one or more methylenes may be replaced by –O- or C_2 to C_6 alkynylene;

W is -N(OM)C(O)N(R^8)R^9, -N(R^8)C(O)N(OM)R^9 or -N(OM)C(O)R^8

A′ is methylene , vinylene or a direct bond.

R^3, R^4, R^5, R^6, R^7, R^8, R^9, R^{10}, and R^{11}, if present, are independently hydrogen or C_1 to C_6 alkyl in which one or more methylenes may be replaced by –O-.

15. (Original) A compound according to claim 14 wherein

X is fluorine or chlorine;

X' is hydrogen or fluorine;

Y is $-L^2-V(Z)_t-L^3-$ in which t is 0 or 1;

L^2 is C_1 to C_6 alkylene in which one methylene may be replaced by –O-

$V(Z)_t$ is phenylene optionally substituted by -A′C(O)$NR^{10}R^{11}$, -A′C(O)OR^{10}, halo, $NR^3C(O)R^4$, NO_2, CN or CF_3 or furylene or oxolanylene;

L^3 is C_1 to C_6 alkylene in which one methylene may be replaced by –O- or C_2 to C_6 alkynylene;

W is -N(OH)C(O)NH_2;

A′ is methylene , vinylene or a direct bond

R^3, R^4, R^5, R^6, R^7, R^8, R^9, R^{10}, and R^{11}, if present, are independently hydrogen or C_1 to C_6 alkyl in which one methylene may be replaced by –O-.

16. (Original) A compound according to claim 1 wherein

X and X′ independently are hydrogen, halo, alkyl, alkenyl, alkynyl, alkoxy or trifluoromethyl;

W is -N(OM)C(O)$N(R^8)R^9$, -$N(R^8)$C(O)N(OM)R^9 or -N(OM)C(O)R^8;

17. (Original) A compound according to claim 1 wherein

L^4 is alkylene

Z is –N(OM′)C(O)$N(R^{10})R^{11}$, -$N(R^{10})$C(O)N(OM′)R^{11}, -N(OM′)C(O)R^{11}, -A′C(O)N(OM′)R^{11}, -A′C(O)$NR^{10}R^{11}$ or -A′C(O)OR^{10}.

18. (Original) A compound according to claim 1 wherein

X and X′ independently are -H, halo, alkyl, alkenyl, alkynyl, alkoxy or trifluoromethyl;

L^4 is alkylene

W is -N(OM)C(O)$N(R^8)R^9$, -$N(R^8)$C(O)N(OM)R^9 or -N(OM)C(O)R^8;

Z is –N(OM′)C(O)$N(R^{10})R^{11}$, -$N(R^{10})$C(O)N(OM′)R^{11}, -N(OM′)C(O)R^{11}, -A′C(O)N(OM′)R^{11}, -A′C(O)$NR^{10}R^{11}$ or -A′C(O)OR^{10}.

19. (Original) A compound according to claim 1 wherein when M or M′ is a metabolically cleavable group this is selected from an organic or inorganic anion, a pharmaceutically acceptable cation, acyl, alkyl, phosphate, sulfate and sulfonate, $NH_2C(O)$- or (alkyl)OC(O)-.

20. (Original) A compound according to claim 19 wherein acyl is (alkyl)C(O), including acetyl, propionyl and butyryl.

21. (Previously Presented) A pharmaceutical composition comprising a pharmaceutically acceptable carrier and a compound according to claim 1.

22. (Previously Presented) A method of simultaneously inhibiting both leukotriene- and histamine-mediated biological processes, the method comprising administering an effective leukotriene- and histamine- inhibiting amount of a compound according to claim 1 to a subject in need of such inhibition.

23. (Currently Amended) A method of treating asthma~~, seasonal and perennial allergic rhinitis, sinusitus, conjunctivitis, food allergy, scombroid poisoning, psoriasis, urticaria, pruritus, eczema, rheumatoid arthritis, inflammatory bowel disease, chronic obstructive pulmonary disease, thrombotic disease and otitis media~~, the method comprising administering to a patient suffering from asthma~~,~~ ~~seasonal and perennial allergic rhinitis, sinusitus, conjunctivitis, food allergy, scombroid poisoning, psoriasis, urticaria, pruritus, eczema, rheumatoid arthritis, inflammatory bowel disease, chronic obstructive pulmonary disease, thrombotic disease and otitis media,~~ an amount of a compound according to claim 1 sufficient to reduce or eliminate the asthma.

24. (Canceled) ~~A method according to claim 23 wherein the disease to be treated is selected from asthma and seasonal and perennial rhinitis.~~